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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
EMPIRE GENERATING CO, LLC, <i>et al.</i> , ¹)	Case No. 19-23007 (RDD)
Debtors.)	(Jointly Administered)
)	

**PROPOSED AMENDED AGENDA OF MATTERS SCHEDULED
FOR HEARING ON SEPTEMBER 16, 2019 AT 10:00 A.M.**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York before The Honorable Robert D. Drain, United States Bankruptcy Judge 300 Quarropas Street, Courtroom Number 118 White Plains, New York 10601

CONTESTED MATTERS

1. ***Sale Motion.*** Debtors' Motion for Entry of Orders (I) (A) Approving Bid Procedures Relating to the Sale of Substantially All of the Assets of Empire Generating Co, LLC, or Interests in Empire Gen Holdings, LLC, (B) Establishing Procedures in Connection With the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Approving Notice Procedures (D) Approving Stalking Horse Bid Protections, and (E) Granting Related Relief; and (II) (A) Authorizing the Sale of Substantially All of the Assets

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors tax identification number, if applicable, are: Empire Generating Co, LLC [3821], Empire Gen Holdco, LLC [3820], Empire Gen Holdings, LLC [4849], and TTK Empire Power, LLC [none]. The Debtors' corporate address is: Empire Generating Co, LLC, c/o Tyr Energy, LLC, 7500 College Blvd., Suite 400, Overland Park, Kansas 66210.

of Empire Generating Co, LLC, or Interests in Empire Gen Holdings, LLC, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) Approving the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief [**ECF No. 6**]

Response Deadline: June 26, 2019

Responses and Replies Filed:

- A. Objection of the Minority Lenders to the Debtors' Sale Motion [**ECF No. 176**]
- B. Debtors' Reply in Support of Sale Motion [**ECF No. 265**]
- C. Reply of Black Diamond Capital Management LLC in Support of Debtors Sale Motion [**ECF No. 269**]

Prior Responses and Replies:

- D. Minority Lenders' Omnibus Objection to Debtors Motion For Entry of an Order Authorizing and Directing Assumption of The Restructuring Support Agreement and Debtors Sale Motion [**ECF No. 61**]
- E. Reply of Black Diamond Capital Management LLC in Support of Debtors' Motions (I) for Approval of Bidding Procedures and Entry of Sale Order and (II) for Entry of an Order Authorizing and Directing Assumption of the Restructuring Support Agreement [**ECF No. 74**]
- F. Debtors' Reply Brief in Support of (I) RSA Assumption Motion and (II) Bid Procedures Motion [**ECF No. 76**]
- G. Minority Lenders' Supplemental Objection to Debtors' Motion for Entry of an Order Authorizing and Directing Assumption of the Restructuring Support Agreement and Debtors' Sale Motion [**ECF No. 83**]

Related Documents:

- H. Declaration of Garrick F. Venteicher in Support of (I) Confirmation of the Debtors' Amended Joint Chapter 11 Plan and (II) Entry of an Order Approving the Sale of Interests in Empire Gen Holdings, LLC to Empire Acquisition, LLC [**ECF No. 266**]
- I. Declaration of Chip Cummins in Support of (I) Confirmation of the Debtors' Amended Joint Chapter 11 Plan and (II) Entry of an Order

Approving the Sale of Interests in Empire Gen Holdings, LLC to Empire Acquisition, LLC [ECF No. 267]

J. Notice of Filing of Revised Proposed Form of Order (A) Approving the Purchaser's Purchase Agreement, (B) Authorizing Sale of Membership Interests in Empire Gen Holdings, LLC Free and Clear of Liens, Claims, Encumbrances, and Interests, (C) Authorizing the Assumption of Executory Contracts and Unexpired Leases, and (D) Granting Related Relief [ECF No. 273]

Other Related Documents:

K. Declaration of Garrick F. Venteicher (I) in Support of Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2 [ECF No. 3]

L. Declaration of Chip Cummins in Support of (I) Bid Procedures and Sale Motion and (II) Cash Collateral Motion [ECF No. 7]

M. Order Signed on 6/10/2019 (A) Approving Bid Procedures Relating to the Sale of Substantially All of the Assets of Empire Generating Co, LLC, or Interests in Empire Gen Holdings, LLC, (B) Establishing Procedures in Connection With the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Approving Notice Procedures (D) Approving Stalking Horse Bid Protections, and (E) Granting Related Relief; and (II) (A) Authorizing the Sale of Substantially All of the Assets of Empire Generating Co, LLC, or Interests in Empire Gen Holdings, LLC, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) Approving the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief [ECF No. 99]²

N. Notice of Bid Procedures, Auction Date and Sale Hearing [ECF No. 100]

O. Notice of Successful Bidder and Cancellation of Auction [ECF No. 184]

P. Notice of Filing of (I) First Amendment to the Restructuring Support Agreement and (II) First Amendment to the Purchase and Sale Agreement [ECF No. 86]

² A duplicate copy of this order is filed at ECF No. 102.

- Q. Notice of Filing of Second Amendment to the Purchase and Sale Agreement **[ECF No. 180]**
- R. Notice of Filing of (I) Third Amendment to the Restructuring Support Agreement and (II) Third Amendment to The Purchase and Sale Agreement **[ECF No. 246]**
- S. Notice of Adjournment of Hearing on Debtors' Motion for Entry of an Order (A) Authorizing the Sale of Substantially All of the Assets of Empire Generating Co, LLC, or Interests in Empire Gen Holdings, LLC, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) Approving the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief **[ECF No. 221]**

Status: This matter is going forward.

- 2. ***Assumption and Cure Notices.*** Notice of Assumption or Assumption and Assignment of Assigned Contracts **[ECF No. 108]**; Supplemental Notice of Assumption or Assumption and Assignment of Assigned Contracts **[ECF No. 207]**

Response Deadline: June 26, 2019; August 13, 2019

Responses Filed:

- A. Objection to Motion Cure Amount filed by ISO New England Inc. **[ECF No. 174]**
- B. Limited Objection and Reservation of Rights of NAES Corporation to Notice of Assumption and Assignment of Contracts **[ECF No. 177]**

Related Documents:

- C. Order Signed on 6/10/2019 (A) Approving Bid Procedures Relating to the Sale of Substantially All of the Assets of Empire Generating Co, LLC, or Interests in Empire Gen Holdings, LLC, (B) Establishing Procedures in Connection With the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Approving Notice Procedures (D) Approving Stalking Horse Bid Protections, and (E) Granting Related Relief; and (II) (A) Authorizing the Sale of Substantially All of the Assets of Empire Generating Co, LLC, or Interests in Empire Gen Holdings, LLC, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) Approving the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired

Leases Related Thereto, and (C) Granting Related Relief [ECF No. 99]³

D. Stipulation Resolving ISO New England Inc.'s Cure and Assignment Objections [ECF No. 279]

Status: Pursuant to paragraph 21 of the Bid Procedures Order, in the event the Debtors and any objecting party are unable to resolve consensually any timely filed Contract Objection, the Court will resolve any such Contract Objection at the Sale Hearing or at such other hearing set by the Court.

3. ***Chapter 11 Plan.*** Debtors' Modified Joint Amended Chapter 11 Plan [ECF No. 272-2]

Response Deadline: July 10, 2019

Responses and Replies Filed:

- A. Objection of the Minority Lenders to Confirmation of the Debtors' Amended Joint Chapter 11 Plan [ECF No. 190]
- B. Reply of Black Diamond Capital Management LLC in Support of Confirmation of the Debtors Amended Joint Chapter 11 Plan [ECF No. 268]
- C. Debtors' Memorandum of Law (I) in Support of Confirmation of the Debtors' Amended Joint Chapter 11 Plan and (II) in Response to Objections Thereto [ECF No. 271]

Related Documents:

- D. Debtors' Amended Joint Chapter 11 Plan [ECF No. 145]
- E. Declaration of Garrick F. Venteicher in Support of (I) Confirmation of the Debtors' Amended Joint Chapter 11 Plan and (II) Entry of an Order Approving the Sale of Interests in Empire Gen Holdings, LLC to Empire Acquisition, LLC [ECF No. 266]
- F. Declaration of Chip Cummins in Support of (I) Confirmation of the Debtors' Amended Joint Chapter 11 Plan and (II) Entry of an Order Approving the Sale of Interests in Empire Gen Holdings, LLC to Empire Acquisition, LLC [ECF No. 267]

³ A duplicate copy of this order is filed at ECF No. 102.

G. Notice of Filing of Proposed Findings of Fact, Conclusions of Law and Order Confirming Debtors' Amended Joint Chapter 11 Plan **[ECF No. 272]**

Other Related Documents:

H. Order Signed on 6/21/2019 (i) scheduling the Confirmation Hearing to consider confirmation of the Plan; (ii) establishing the Objection Deadline and approving related procedures; (iii) approving the Notice Procedures; and (iv) approving the Assumption Procedures and Cure of Executory Contracts and Unexpired Lease **[ECF No. 158]**

I. Summary of Debtors' Amended Joint Chapter 11 Plan and Notice of Hearing to Approve Confirmation of Debtors' Amended Joint Chapter 11 Plan **[ECF No. 164]**

J. Notice of Filing of Plan Supplement for The Debtors' Amended Joint Chapter 11 Plan **[ECF No. 183]**

K. Notice of Adjournment of Hearing on Confirmation of Debtors' Amended Joint Chapter 11 Plan **[ECF No. 222]**

Status: This matter is going forward.

4. ***Mediation Motion.*** Starwood's Motion for Entry of an Order Appointing a Mediator **[ECF No. 252]**

Response Deadline: September 9, 2019

Responses and Replies Filed:

A. Objection of Black Diamond Capital Management LLC to Starwood's Motion for Entry of An Order Appointing A Mediator **[ECF No. 262]**

B. Debtors' Objection to Starwood's Motion to Appoint a Mediator **[ECF No. 263]**

C. Starwood's Reply in Support of Motion for Entry of an Order Appointing a Mediator **[ECF No. 270]**

D. **Statement of ASSF IV AIV B Holdings III, L.P. and AEIF Trade, LLC in Support of Starwood's Motion for Entry of an Order Appointing a Mediator [ECF No. 278]**

Related Documents: None

Status: This matter is going forward.

Dated: September 13, 2019
New York, New York

/s/ Robert A. Rich

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